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T.R.A. DOCKET ROOM

Guy M Hicks
General Counsel

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January 21, 2005

VIA HAND DELIVERY

Hon. Pat Miller
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

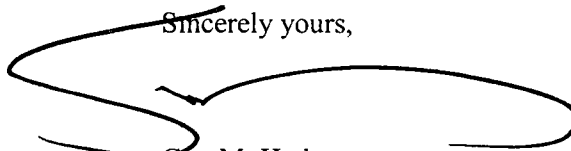
Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc and Memphis Networx, LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No 05-00036

Dear Chairman Miller:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Memphis Networx, LLC and BellSouth Telecommunications, Inc are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated May 31, 2003. The Amendment adds QuickServe rates to the Agreement.

Thank you for your attention to this matter.

Sincerely yours,



Guy M Hicks

cc Charles Elliott, Memphis Networx, LLC

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Memphis Networkx, LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND MEMPHIS NETWORKX, LLC
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, Memphis Networkx, LLC ("Memphis Networkx") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated May 31, 2003 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Memphis Networkx and BellSouth state the following:

1. Memphis Networkx and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Memphis Networkx. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on August 4, 2003.

2. The parties have recently negotiated an Amendment to the Agreement which adds QuickServe rates to the Agreement. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, Memphis Networkx and BellSouth are submitting their Amendment to the TRA for its

consideration and approval. The Amendment provides that either or both of the parties is authorized to submit this Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and Memphis Networkx within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity

5. Memphis Networkx and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to 47 USC Section 252(i) and 47 C.F.R. Section 51.809, BellSouth shall make available the entire Interconnection Agreement approved pursuant to 47 USC Section 252.

Memphis Networkx and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 21st day of Jan, 2005.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

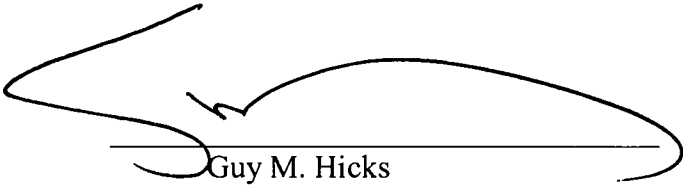
By: 

Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 21st day of Jan, 2005:

Charles Elliott
Memphis Networx, LLC
7620 Appling Center Drive
Suite 101
Memphis, TN 38133-5074


Guy M. Hicks

**Amendment to the Agreement
Between
Memphis Networx, LLC
and
BellSouth Telecommunications, Inc.
Dated May 31, 2003**

Pursuant to this Amendment, (the "Amendment"), Memphis Networx, LLC ("NTWX"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated May 31, 2003 ("Agreement") to be effective thirty (30) days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and NTWX entered into the Agreement on May 31, 2003, and;

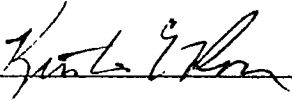
WHEREAS, both Parties agree that an initial New Installation of a 2-Wire Port/Loop Combination- Residence line provisioned at a Location where QuickServe is available on the line shall incur a QuickServe Non-Recurring Charge (NRC) at the NRC Currently Combined Conversion Rate set forth in the Agreement and that any initial New Installation of a 2-Wire Port/Loop Combination - Residence line provisioned at a location where QuickServe is not available, shall incur the Not Currently Combined NRC, First and Additional rates set forth in the Agreement,

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

- 1 The Parties agree to incorporate into Attachment 2 of the Agreement the rates and USOCs as set forth in Exhibit 1 of this Amendment attached hereto and incorporated herein by this reference
- 2 All of the other provisions of the Agreement, dated May 31, 2003, shall remain in full force and effect.
3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below.

BellSouth Telecommunications, Inc.

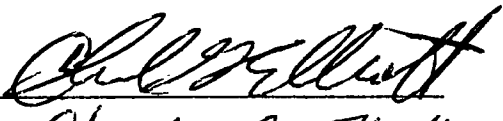
By: 

Name: Kristen Rowe

Title: Director

Date: 12/17/04

Memphis Networkx, LLC

By: 

Name: Charles G. Elliott

Title: Director - Service Ops

Date: 12/12/04

[illegible]

[illegible]

[illegible]